CIFC LLC

QUESTIONNAIRE FOR

DIRECTORS, EXECUTIVE OFFICERS AND PRINCIPAL SHAREHOLDERS

Information Furnished By:

_____

(Please Print Full Name)

Please complete, execute, date and return this questionnaire, as soon as practicable to Julian Weldon, CIFC LLC, 250 Park Avenue, 4th Floor, New York, NY 10177 or to jweldon@cifc.com.

The purpose of this questionnaire is to provide CIFC LLC (the "**Company**") with information to be used in the preparation of both its Annual Report on Form 10-K for the fiscal year ended December 31, 2015 (the "**Annual Report**") and its Proxy Statement for the 2016 Annual Meeting of Shareholders (the "**Proxy Statement**"). The Company will also use the information that you provide in this questionnaire in making its required determinations for compliance with the corporate governance and listing standards of the NASDAQ Stock Market ("**NASDAQ**").

Your signature at the end of this questionnaire will constitute your consent to such use by the Company in its Annual Report and Proxy Statement and other filings and documents.

This questionnaire is being sent to (1) directors and executive officers of the Company, (2) persons who have been nominated to become directors or executive officers of the Company, (3) shareholders of the Company who or which own more than 5% of the voting securities of the Company and (4) and certain Affiliates of the foregoing.

Please answer all questions, using the entry "None" or "Not Applicable" where appropriate. Unless stated otherwise, answers should be given as of the date you complete this questionnaire. References to "fiscal year 2015," "the last fiscal year" and "the last full fiscal year" are to the Company's fiscal year ended December 31, 2015. If there is any response or underlying factual matter about which you are uncertain, please state the information you have fully and include any additional explanation so that the reviewer will have maximum access to all required information.

If there is insufficient space on this questionnaire to respond to any item, you may complete your response on additional pages but, if you do so, please clearly indicate the number of the question to which you are responding. It is recommended that you make a copy of your completed questionnaire and retain it for your personal records.

Your attention is called to the "Definitions" section at the end of this questionnaire, which defines certain terms used in the regulations of the Securities and Exchange Commission (the "**SEC**"), the rules of NASDAQ and in this questionnaire. If, after consulting the "Definitions" section, you are unsure of the meaning of a question or have any other questions regarding the questionnaire, please contact Cody Cowper of Dechert LLP at (215) 994-2450.

QUESTIONNAIRE

1. CAPACITIES IN WHICH YOU ARE RESPONDING

Please check as many boxes below as are applicable:

[ ] I am, or I have been nominated to become, a director of the Company.

[ ] I was a director of the Company during 2015.

[ ] I am, or I have been chosen or nominated to become, an executive officer of the Company.

[ ] I was an executive officer of the Company during 2015.

[ ] I beneficially own or beneficially owned during 2015 more than five percent (5%) of any class of the Company's voting securities.

[ ] I am an Affiliate or Associate of one or more of the Company's directors or executive officers.

2. PERSONAL INFORMATION

If you are a director or executive officer of the Company or you have been chosen or nominated to become a director or executive officer of the Company, please complete or check the following:

(a) Please state your date of birth:

(b) State the country(ies) of which you are a citizen:

(c) Please describe your principal occupation or employment (including the periods during which you held such position or office) during the past five years, the nature of your responsibilities and the name and principal business of any corporation or other organization in which such occupation or employment is or was carried on (including the Company and its subsidiaries). The description should state whether such corporation or organization is a parent, subsidiary or other Affiliate of the Company.

Name of Company and Principal Business	Title and Responsibilities	Period of Time	Describe CIFC Affiliation if any?

(d) If different than above, set forth:

(i) all positions and offices you hold with the Company, any of its subsidiaries or any other Affiliate of the Company, and

(ii) the term of any such office(s) and the period during which you served as such (include, if applicable, your present term as a director or executive officer and any other periods during which you served as a director)

(e) Please complete the following table with respect to your educational background:

Name and Address of College, University or Professional School Attended	To	From	Areas of Study	Degree Received

(f) List the names of all companies (including charitable organizations, educational institutions and other non-profit organizations) for which you now serve, or served during the past five years, as a member of the board of directors or as an executive officer, and indicate whether any class of securities of the companies of which you are or were a director or an executive officer are or were publicly held and whether such companies are or were registered investment companies under the Investment Company Act of 1940. Also indicate if you have been nominated or selected to serve as a director of any such other companies or whether you have, at any time since January 1, 2011, served on any committees of such other companies and the time you served.

_____

_____

(g) If you are a director of the Company, and if you have or any of your family members has been employed at any time in the last three years as an executive officer of an entity other than the Company, please indicate whether any executive officers or directors of the Company served on the compensation committee (or other board committee performing equivalent functions, or, in the absence of any such committee, the entire board of directors) of such other entity at any time in the last three years.

No Yes

(h) If you are an executive officer of the Company and/or you were an executive officer of the Company during the last fiscal year, and you served at any time since January 1, 2011 as director of an entity other than the Company, please indicate whether any executive officers of such other entity served on the Company's board of directors or its compensation committee (or other board committee performing equivalent functions, or, in the absence of any such committee, the entire board of directors) at any time since January 1, 2011.

No Yes

(i) If you answered "Yes" to either (g) or (h) above, please provide details below, including whether you served at any time on the compensation committee (or other board committee performing equivalent functions, or, in the absence of any such committee, the entire board of directors) of the other entity, the name of and your relationship with such other entity and the name of the executive officer serving on the Company's or the other entity's board of directors or compensation committee (or other board committee performing equivalent functions, or, in the absence of any such committee, the entire board of directors).

Name of Other Entity	Did You Serve on the Compensation Committee?	Your Relationship with Other Entity	CIFC Executive Officer at the Other Entity	Such Executive Officer's Service for the Other Entity	Relevant Additional Information

(j) Is your nomination as a director or selection as an executive officer of the Company pursuant to any arrangement or understanding with any person or persons other than the directors and executive officers of the Company acting solely in such capacities (e.g. at the request of a shareholder)?

No Yes

(k) If you are a nominee to become a director (other than a nominee who is an executive officer or a director standing for re-election), which one or more of the following, to your knowledge, recommended you to the Company as a potential candidate:

[ ] Security Holder [ ] Non-Management Director

[ ] Chief Executive Officer [ ] Other Executive Officer

[ ] Third-Party Search Firm [ ] Other (please explain)

(l) If you have been or will be nominated for election to the Company's board of directors, do you agree to serve if elected?

No Yes

(m) During the past ten years, please indicate whether:

(i) You have had a petition under U.S. federal or other national bankruptcy or insolvency law or any other state or provincial insolvency law (or any non-U.S. equivalent) filed by or against you or a receiver, fiscal agent or similar executive officer was appointed by a court for business or property of yours.

No Yes

(ii) You have been convicted in a criminal proceeding (excluding traffic violations and other minor offenses), including any felony or misdemeanor (A) in connection with the purchase or sale of any security, (B) involving the making of any false filing with the SEC or (C) arising out of conduct of the business of an underwriter, broker, dealer, municipal securities dealer, investment adviser or paid solicitor of purchasers of securities, or you have been convicted of a fraudulent offense, or have been or are the subject of a pending criminal proceeding or proceedings in relation to a fraudulent offense.

No Yes

(iii) You have been the subject of public accusation, investigation or sanction by any statutory or regulatory body (including any designated professional body).

No Yes

(iv) You have been the subject of any order, judgment or decree of any court, not subsequently reversed, suspended or vacated, which permanently or temporarily prohibited you from, or otherwise limited your ability to conduct or practice, the following activities:

(A) Acting as a futures commission merchant, introducing broker, commodity trading adviser, commodity pool operator, floor broker, leverage transaction merchant, any other person regulated by the U.S. Commodity Futures Trading Commission (the "**CFTC**") or the equivalent agency of another country, or as an associated person of any of the foregoing, or as an investment advisor, underwriter, broker or dealer in securities, or a municipal securities dealer, or as an Affiliated person, director or employee of any investment company, bank, savings and loan association or insurance company, or engaging in or continuing any conduct or practice in connection with such activities.

No Yes

(B) Engaging in any type of business practice (including disqualification by a court from acting as a member of the administrative, management or supervisory bodies of a company).

No Yes

(C) Engaging in any activity in connection with the purchase or sale of any security or commodity or in connection with any violation of U.S. federal, state or provincial securities laws or federal commodities laws (or, in each case, any non-U.S. equivalent).

No Yes

(v) You have been the subject of any order, judgment or decree, not subsequently reversed, suspended or vacated, of a U.S. federal or state authority (or any non-U.S. equivalent) barring, suspending or otherwise limiting for more than 60 days your right to be engaged in any activity described in part (iv)(A)-(C) above, or to be associated with persons engaged in any such activities.

No Yes

(vi) You have been adjudicated or found by any court, the SEC, the CFTC or any other governmental agency or commission to have violated any securities exchange rules, state or federal securities law, federal commodities laws, the Racketeer Influenced and Corrupt Organization Act of 1970 or the Foreign Corrupt Practices Act of 1998 (or, in each case, any non-U.S. equivalent), which judgment or finding has not been subsequently reversed, suspended or vacated.

No Yes

(vii) You are or have been the subject of, or a party to, any U.S. federal or state judicial or administrative order, judgment, decree or finding, not subsequently reversed, suspended or vacated, relating to an alleged violation of:

(A) Any U.S. federal or state securities or commodities law or regulation;

No Yes

(B) Any law or regulation respecting financial institutions or insurance companies including, but not limited to, a temporary or permanent injunction, order of disgorgement or restitution, civil money penalty or temporary or permanent cease-and-desist order, or removal or prohibition order; or

No Yes

(C) Any law or regulation prohibiting mail or wire fraud or fraud in connection with any business entity.

No Yes

(viii) You have been the subject of any sanction or order, not subsequently reversed, suspended or vacated, of any national securities exchange, registered securities association, registered clearing agency, registered commodities or derivatives exchange, registered derivatives transaction execution facility or registered derivatives clearing organization or any similar exchange, association, entity or organization with disciplinary authority over its members?

No Yes

(ix) You have ever been the subject of any inquiry, investigation or lawsuit by the SEC, the National Association of Securities Dealers, Financial Industry Regulatory Authority ("**FINRA**") or any other statutory or regulatory organization.

No Yes

(x) You are or have been a defendant in any lawsuit by a private party or a governmental agency in which it is alleged that you have violated any federal or state securities law, federal commodities law, the Racketeer Influenced and Corrupt Organizations Act of 1970 or the Foreign Corrupt Practices Act of 1998 (or, in each case, any non-U.S. equivalent), or committed fraud or a breach of fiduciary duty and whether, to your knowledge, you are the subject of any pending investigation, formal or informal, of any governmental agency or judicially appointed body relating to possible violations of federal or state securities laws, the Racketeer Influenced and Corrupt Organizations Act of 1970 or the Foreign Corrupt Practices Act of 1998 (or, in each case, any non-U.S. equivalent).

No Yes

(xi) Have any legal proceedings or a material development related to such proceedings occurred during the past ten years that may be material to a voting or investment decision?

No Yes

(xii) You are subject to an order of the SEC entered pursuant to Section 15(b) or 15B(c) of the Securities Exchange Act of 1934 or Section 203(e) or (f) of the Investment Advisers Act of 1940 that (A) suspends or revokes your registration as a broker, dealer, municipal securities dealer or investment adviser, (B) places limitations on your activities, functions or operations or (C) bars you from being associated with any entity or from participating in the offering of any penny stock.

No Yes

(xiii) You are subject to any order of the SEC entered within five years before today's date that, orders you to cease and desist from committing or causing a violation or future violation of (A) any scienter-based anti-fraud provision of the federal securities laws, including without limitation Section 17(a)(1) of the Securities Act of 1933, Section 10(b) of the Securities Exchange Act of 1934 and Rule10b-5, Section 15(c)(1) of the Securities Exchange Act of 1934 and Section 206(1) of the Investment Advisers Act of 1940, or any other rule or regulation thereunder or (B) Section 5 of the Securities Act of 1933, as amend.

No Yes

(xiv) You are the subject of an investigation or proceeding to determine whether a stop order or suspension order should be issued in connection with any registration statement or Regulation A offering statement filed with the SEC, or you filed (as a registrant or issuer), or were or were named as an underwriter in, any registration statement or Regulation A offering statement filed with the SEC that, within five years before today's date, was the subject of a refusal order, stop order or order suspending the Regulation A exemption.

No Yes

(xv) You know whether the events specified in parts (i)-(xiv) above have occurred with respect to any control person or promoter of the Company.

No Yes

If you answered "Yes" to any part of this question 2(m), please attach a separate sheet to this questionnaire with details.

(n) Please set forth below the name and nature of any family relationship (related, as first cousin or closer, by blood, marriage or adoption) between you and any director or executive officer of the Company, any of its subsidiaries or any other Affiliate of the Company or any person nominated or chosen to become a director or an executive officer of the Company. If there is no such relationship, please check the box marked "None."

☐ None.

If the answer is not "None" please provide the name/relationship:

_____

_____

(o) Are you, or were you at any time during the last fiscal year, a member of, or of counsel to, a law firm that the Company has retained or proposes to retain?

No Yes

(p) Are you, or were you at any time during the last fiscal year a partner or executive officer of an investment banking firm that has performed services for the Company or that the Company proposes to have perform services?

No Yes

(q) Are you a member of the audit committee of the board of directors of any company other than the Company?

No Yes

If the answer is "Yes," please name the companies.

_____

_____

(r) If you are an executive officer of the Company, are you, or have you been at any time during the current or last three completed fiscal years of the Company, a member of the compensation committee of the board of directors (or the equivalent) of any company other than the Company?

No Yes

If the answer is "Yes," please name the companies and provide dates of service on the compensation committee, and answer the following question:

_____

_____

Is an executive officer of the company whose compensation committee you served on either a director of the Company or a family member of a director?

No Yes

If the answer is "Yes," identify the person(s).

_____

_____

3. LEGAL PROCEEDINGS INVOLVING THE COMPANY

(a) Are you or, to your knowledge, is any Associate, Affiliate, director or executive officer of the Company or any owner of more than 5% of any class of the Company's voting securities a party adverse to the Company or any of its Affiliates in any material legal proceedings, or do you or, to your knowledge, does any Associate, Affiliate, director or executive officer of the Company or any owner of more than 5% of any class of the Company's voting securities have a material interest, direct or indirect, adverse to the Company or any of its Affiliates in any such proceedings?

No Yes
(Please describe below)

_____

_____

(b) Do you know of any legal proceeding, whether judicial or administrative, involving the Company or its property? Include proceedings that you believe are contemplated by any governmental authority.

No Yes
(Please describe below)

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4. NASDAQ STANDARDS REGARDING BOARD MEMBER INDEPENDENCE

(To be answered only by Directors and Director Nominees)

Please indicate whether any of the following descriptions apply to you or your family members (defined as your spouse, parents, children, siblings, mother-in-law, father-in-law, brother-in-law, sister-in-law, son-in-law or daughter-in-law or anyone living in your residence):

(a) Employed by the Company or any of its subsidiaries at any time during the past three years.

No Yes

(b) Accepted any compensation from the Company or any of its Affiliates in excess of $120,000 (including, without limitation, political contributions) in any consecutive twelve month period in the last three years, other than compensation for board service, compensation paid to a family member who is an employee (other than an executive officer) of the Company, and pension or other forms of deferred compensation.

No Yes

(c) Is or was a partner in, a controlling shareholder or owner of, or an executive officer of any organization (including any business entity or nonprofit organization) to which the Company made, or from which the Company received, payments for property or services (other than those arising solely from investments in the Company's securities or payments under non-discretionary charitable contribution matching programs) or contributions, in any fiscal year in the last three years, that exceed
5% of the recipient's consolidated gross revenues for any such fiscal year or $200,000, whichever is more.

No Yes

(d) Is, or has been at any time in the last three years, employed as an executive officer (or any person nominated or chosen to become an executive officer) of the Company (or any of its subsidiaries).

No Yes

(e) Is employed or has been employed as an executive officer of another entity where at any time in the last three years any of the Company's executive officers now serves or served on the compensation committee (or the equivalent) of such entity.

No Yes

(f) Is a current partner or employee of the Company's outside auditor, Deloitte & Touche LLP , or was a partner or employee of such auditor, who worked on the Company's audit, at any time in the last three years.

No Yes

(g) Have you, or your spouse or Dependents, had any actual or proposed direct or indirect business relationships with Deloitte & Touche LLP, (excluding the performance by Deloitte & Touche LLP of audit or other professional services to Deloitte & Touche LLP's clients), or have you provided services to Deloitte & Touche LLP, which took place or was proposed during the period from January 1, 2015 through the date of this questionnaire. For these purposes, an indirect business relationship also includes when you or an immediate family member serves as an executive officer or director for a company or entity, or has a 5% or greater ownership interest in a Company that has a business relationship with Deloitte & Touche LLP.

No Yes

(h) Have directly or indirectly donated cash, other property or services to, or received such donations from, the Company.

No Yes

(i) Have any relationship (social, professional, familial or other) with any other executive officer, director or person nominated to become a director or executive officer of the Company or any of its Affiliates. If such a relationship exists, please state the name of the person with whom you or your family member have a connection, the nature of the relationship and the position which such individual holds with the Company or its Affiliate.

No Yes
(Please describe below)

_____

_____

(j) Sit on the board of directors of, act as a general partner or executive officer of or own more than a 10% equity interest in any other company that has a business or product line of which you are aware that could be regarded as competitive with any business or product line of the Company.

No Yes

(k) At any time since January 1, 2013, the Company has made contributions to any charitable organization for which you or a family member of yours serve (or at any time since January 1,
2011 served) as a trustee, director, advisory board member or in a similar capacity, or in which you otherwise have an affiliation or material interest.

No Yes

(l) Have any other relationship which could interfere with your exercise of independent judgment in carrying out your responsibilities as a director, or had such a relationship at any time since January 1, 2012.

No Yes

If you answered "Yes" to any of the foregoing questions, please give the details below, which you should attach to this questionnaire. In regard to question 4(k), for each such organization, please describe the nature of the relationship and indicate whether the Company has made contributions to such organization in any of the three preceding fiscal years in an amount which exceeds the greater of $200,000 or 5% of the charitable organization's consolidated gross revenues. If you run out of space, please attach a separate sheet of paper to this questionnaire.

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PLEASE LIST ALL RELATIONSHIPS BELOW IN QUESTION 4(m), WHETHER OR NOT ADDRESSED ABOVE UNDER QUESTIONS 4(a) – (l):

(m) Please briefly list below all existing and proposed relationships, direct or indirect, however slight or remote, between the Company or any predecessor or subsidiary of the Company, on the one hand, and you or any of your family members, on the other hand (other than your service on the board of directors or committees of the Company and its subsidiaries).

Please list all relationships, direct or indirect, between the Company and any business, nonprofit or other entity in which you are a partner, manager, director, trustee, executive officer or

significant shareholder (i.e., you have beneficially owned for at least one year more than 5% of an entity's voting stock), or in which you have any significant financial interest.

Please consider for this purpose any kind of relationship, such as commercial, industrial, banking, consulting, legal, accounting, charitable and family relationships. Please include for this purpose any passive investments in any privately held or publicly traded companies with which you know the Company has any business or other dealings.

Please list all entities you directly or indirectly have control over. If you do not have control over any entities, please confirm this below. For example, if you control an entity, which in turn controls another entity, both entities would be considered controlled by you and therefore should be listed below.

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Significant influence relationships question

Please list all entities (including the Company, if applicable) that you directly or indirectly can significantly influence the management or operating policies of to the extent that the entity might be prevented from fully pursuing its own separate interests. If you do not exert this level of influence over any entities, please confirm this below. For example, if you control an entity that can significantly influence another entity to the extent that the other entity might be prevented from fully pursuing its own separate interests, both the entity you control and the entity over which you have significant influence would be related parties of the Company. Similarly, if you have significant influence over an entity to the extent that the entity might be prevented from fully pursuing its own separate interests, and that entity controls another entity or can significantly influence another entity to the extent that the other entity might be prevented from fully pursuing its own separate interests, all of the entities would be related parties of the Company. A relationship that meets this level of influence should be identified even if there are currently no transactions between the entity and the Company (and none are anticipated).

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Please provide a list of all your immediate family members and include, where applicable, their affiliations with entities that they control or can exert significant influence to the extent that the entity might be prevented from fully pursuing its own separate interests.

For the purposes of this question, "immediate family members" means a family member who might control or influence you, or who might be controlled or influenced by you, because of your family relationship. In most cases, we would expect this definition to include your spouse, children and other family members living in the same household as you. Further, it may include a parent, stepparent, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law or other relatives, if, in your judgment, any of those individuals are in a position to have control or influence on you, or to be controlled or influenced by you (for example, a parent for whom you provide significant monetary support).

Please provide a list of any and all firms, corporations or other entities with which you have an ownership interest in, or are otherwise affiliated with (such as serving on board of directors). Please indicate if any of these firms, corporations or other entities are controlled by an immediate family member.

5. ADDITIONAL QUESTIONS REGARDING AUDIT COMMITTEE MEMBERS

(To be answered only by members of the Audit Committee.)

PLEASE ANSWER QUESTIONS 5(a)-(h) ONLY IF YOU ARE A MEMBER OF, OR NOMINEE FOR, THE AUDIT COMMITTEE OF THE COMPANY'S BOARD OF DIRECTORS:

(a) Do you directly or indirectly beneficially own more than 10% of any class of the Company's equity securities?

No Yes

(b) Are you an Affiliate of the Company (or any subsidiary), other than in your capacity as a member of the board of directors or any committee of the board of directors of the Company (or any subsidiary)?

No Yes

(c) Are you a party to any existing or proposed contract or other written or oral arrangement which provides for payments to you from the Company (or any subsidiary) of any consulting, advisory or other compensatory fee, other than compensation for your service as a member of the Company's board of directors or of any committee of the board of directors (or boards or board committees of any subsidiary)?

No Yes

(d) Is any spouse, minor child or stepchild of yours, or any child or stepchild of yours who is sharing a home with you, a party to any existing or proposed contract or other written or oral arrangement that provides for payments to that individual of any consulting, advisory or other compensatory fee from the Company (or any subsidiary)?

No Yes

(e) Is any entity (i) in which you are a partner, member, managing director, executive officer or principal or in which you occupy a similar position, and (ii) that provides accounting, consulting, legal, investment banking, financial advisory or any similar services, currently or at any time during the last fiscal year a party to any existing or proposed contract or other written or oral arrangement that provides for payments to that entity of any consulting, advisory or other compensatory fee from the Company (or any subsidiary)?

No Yes

(f) Are you able to read and understand fundamental financial statements, including a company's balance sheet, income statement and cash flow statement?

No Yes
(Please describe below)

_____

_____

(g) Have you participated in the preparation of the financial statements of the Company (or any subsidiary) at any time during the past three years?

No Yes

(h) Do you have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in your financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities?

No Yes
(Please describe below)

_____

_____

6. AUDIT COMMITTEE FINANCIAL EXPERT

PLEASE ANSWER QUESTIONS 6(a)-(b) ONLY IF YOU ARE POTENTIALLY QUALIFIED TO SERVE, AND BE DISCLOSED IN THE COMPANY'S APPLICABLE SEC FILINGS AS, THE "AUDIT COMMITTEE FINANCIAL EXPERT" ON THE AUDIT COMMITTEE, AS DEFINED IN SEC RULES OUTLINED BELOW:

(a) Audit Committee Financial Expert Status:

(1) Do you have each of the following measures of financial expertise (to qualify, each item in (1) must be "yes"):

(i) An understanding of U.S. generally accepted accounting principles and financial statements;

No Yes

(ii) The ability to assess the general application of such principles in connection with the accounting for estimates, accruals and reserves;

No Yes

(iii) Experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising one or more persons engaged in such activities;

No Yes

(iv) An understanding of internal control over financial reporting; and

No Yes

(v) An understanding of audit committee functions.

No Yes

(2) Have you acquired the above financial expertise through <u>one or more</u> of the following <u>outside of and/or prior to serving on the Company's Audit Committee</u> (to qualify, you must meet at least one of the following criteria):

(i) Do you have education and experience as a principal financial officer, principal accounting officer, controller, public accountant or auditor or experience in one or more positions that involve the performance of similar functions? If yes, please list applicable education and experience not already provided.

No Yes
(Please describe below)

_____

_____

(ii) Do you have experience actively supervising a principal financial officer, principal accounting officer, controller, public accountant, auditor or person performing similar functions?

No Yes
(Please describe supervisory positions below)

_____

_____

(iii) Do you have experience overseeing or assessing the performance of companies or public accountants with respect to the preparation, auditing or evaluation of financial statements?

No Yes
(Please list applicable oversight or assessment positions below)

_____

_____

(iv) Do you have other relevant experience that you believe is equivalent to the experience listed in (i), (ii) or (iii) above?

No Yes
(Please describe below)

_____

_____

***Note*: If you seek to qualify as an audit committee financial expert under clause (iv) above, then the Company must disclose in certain filings and documents the relevant experience that is the basis for concluding that you are such an expert.**

(b) Board Review of Financial Expert Status:

If you answered "yes" to all items in question 6(a)(1) and at least one item in question 6(a)(2), then, in accordance with the SEC's guidance, the Company's board of directors will consider all available facts and circumstances in making its determination whether you qualify as an "audit committee financial expert," including your answers to the following:

(1) State the level of your accounting or financial education, including whether you earned an advanced degree in accounting or finance unless otherwise earlier provided:

_____

_____

(2) Are you a certified public accountant, or the equivalent, in good standing? If yes, state the length of time that you actively practiced as a certified public accountant, or the equivalent.

No Yes

If the answer is "Yes," please indicate the length of time:_____

(3) Are you certified or otherwise identified as having accounting or financial experience by a recognized private body that establishes and administers standards in respect of such expertise? If yes, state when you received such certification or identification and is such certification or identification in good standing?

No Yes

_____

_____

(4) Have you served as, or actively supervised, a principal financial officer, controller or principal accounting officer of a company that, at the time you or your supervisee held such position, was required by law to file periodic reports, such as Forms 10-K, 10-Q and 8-K, with the SEC?

No Yes

If the answer is "Yes," please indicate the length of time:_____

(5) Describe your specific duties while serving as a public accountant, auditor, principal financial officer, controller, principal accounting officer or position involving the performance of similar functions:

_____

_____

(6) Describe your level of familiarity and experience with all applicable laws and regulations (including generally accepted auditing standards and the rules, pronouncements, practice guides and other literature of the AICPA and the FASB) regarding the preparation of financial statements that must be included in reports filed under section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, including any relevant experience in connection with accounting for estimates, accruals and reserves, and those with respect to the design implementation and evaluation of internal controls and procedures:

_____

_____

(7) Describe the level and amount of your direct and/or supervisory experience reviewing, preparing, auditing or analyzing financial statements that must be included in reports filed under section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended:

_____

_____

(8) Describe your experience overseeing or assessing the performance of companies or public accountants with respect to preparation, auditing or evaluation of financial statements:

_____

_____

(9) Describe your past or current membership on one or more audit committees of companies that, at the time you held such membership, were required to file reports pursuant to section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended:

_____

_____

(10) Describe your level of familiarity and experience with the use and analysis of financial statements of public companies:

_____

_____

(11) Describe any other relevant qualifications or experience you have that would assist you in understanding and evaluating the Company's financial statements and other financial information and to make knowledgeable and thorough inquiries whether:

(i) The financial statements fairly present the financial condition, results of operations and cash flows for the Company in accordance with generally accepted accounting principles; and

(ii) The financial statements and other financial information, taken together, fairly present the financial condition, results of operations and cash flows of the Company (i.e., whether or not technically compliant with generally accepted accounting principles).

_____

_____

7. COMPENSATION COMMITTEE

PLEASE ANSWER QUESTION 7 ONLY IF YOU ARE A MEMBER OF, OR NOMINEE FOR, THE COMPENSATION COMMITTEE OF THE COMPANY'S BOARD OF DIRECTORS:

(a) Outside Director Status:

(1) Are you a current employee of the Company?

No Yes

(2) Are you a former employee of the Company receiving compensation from the Company for past services (other than tax-qualified retirement plan benefits)?

No Yes

(3) Have you ever been an executive officer of the Company?

No Yes

(4) (i) Do you receive or have you received from the Company, in the Company's current or previous taxable year, any direct or indirect payments, or is the Company now contractually obligated to pay you directly or indirectly, for goods or services in any capacity other than as a director?

OR

(ii) Does the Company make or has the Company made in the Company's current or previous taxable year, or is the Company now contractually obligated to make, any payments for goods or services to any business, professional or other entity (A) that employs you, or (B) to which you render any substantial services, or (C) in which you have at least a 5% ownership interest?

No Yes

(iii) Have you in the past fiscal year accepted, or do you plan in the current fiscal year to accept, directly or indirectly, any consulting, advisory or other compensatory fee from the Company or any subsidiary thereof. Compensatory fees shall not include: (i) fees received as a member of the compensation committee, the board of directors or any other board committee; or (ii) the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the Company (provided that such compensation is not contingent in any way on continued service)? For purposes of this question, "indirect" includes acceptances of such a fee by a spouse, a minor child or stepchild or a child or stepchild sharing a home with you or by an entity in which you are a partner, a member, an executive officer, such as a managing director occupying a comparable position, or in which you occupy a similar position (except limited partners, non-managing members and those occupying similar positions who, in each case, have no active role in providing services to the entity) and which provides accounting, consulting, legal, investment banking or financial advisory services to the Company or any of its subsidiaries.

No Yes

(iv) Are you affiliated with the Company, a subsidiary of the Company or an Affiliate of a subsidiary of the Company, other than in your capacity as a member of the board of directors or any committee of the board of directors of the Company (or a subsidiary)? For purposes of this question, you are affiliated with a Person if you directly, or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with, that Person. You are also considered to be affiliated with a Person if you are, among other things, an executive officer, general partner or managing member of an Affiliate of the Person, or a director who is also an employee of an Affiliate of the Person. You are not deemed to control a Person if you are not the beneficial owner, directly or indirectly, of more than 10% of any class of voting equity securities of the Person and you are not an executive officer of the Person.

No Yes

(v) Do you currently have, or have you had in the past three years, any business or personal relationship with any individual compensation consultant(s) that has(have) been retained or that has(have) been proposed to be retained by the Company or the compensation committee or the entity employing such compensation consultant(s)?

No Yes

If you answered "yes" to any part of Question 4, please explain below. If you run out of space, please attach a separate page to this questionnaire.

_____

_____

_____

_____

(b) Non-Employee Director Status under SEC Rule 16b-3 (which provides certain exemptive relief from short swing profit recovery and reporting obligations for transactions under equity incentive plans administered by a committee of two or more "non-employee directors"):

(1) Are you currently an executive officer or employee of the Company (or any subsidiary)?

No Yes

(2) Do you receive more than $120,000 of compensation directly or indirectly from the Company (or any subsidiary) for services other than as a director?

No Yes

(c) Do any executive officers or persons other than members of the compensation committee play a role in determining the amount or form of executive or director compensation?

No Yes

If you answer "yes" to this question, please describe below the role that each such individual (or group of individuals in the case of the full board of directors) plays in determining the amount or form of executive or director compensation. If you run out of space, please attach a separate page to this questionnaire.

_____

_____

_____

_____

(d) Do compensation consultants play any role in determining or recommending the amount or form of executive and director compensation?

No Yes

If you answer "Yes" to this question, please identify below each consultant and describe whether such consultant was engaged directly by the compensation committee or any other person, the nature and scope of the consultants' assignments, whether such compensation consultants engage in any material discussions with individual directors or executive officers regarding their compensation (include a description of such discussions and the consultants' role in such discussions) and the material elements of the instructions or directions given to the consultants with respect to the performance of their duties under such engagement. If you run out of space, please attach a separate page to this questionnaire.

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_____

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8. OWNERSHIP OF COMPANY SECURITIES

(a) State the number of common shares of the Company ("**Shares**") beneficially owned by you as of December 31, 2015 and the number of such Shares the Beneficial Ownership of which you have the right to acquire within 60 days following December 31, 2015 (including options to purchase Shares which are or will become exercisable within the following 60 days). For purposes of this item, Shares "beneficially owned" by you includes Shares or options owned by your spouse, any relative of yours or your spouse living in the same home with you or any Shares or options owned by a partnership of which you are a partner, by a corporation of which you are an executive officer or a 5% (or more) equity holder, by a trust of which you are a settler (or creator) or a beneficiary, by you as a trustee of a trust or by you as beneficial owner in any other capacity (see also the "Beneficial Ownership" definition at the end of this questionnaire.)

Please use the following tables for your response. Note that row 1 should show the total number of Shares beneficially owned and that rows 2 through 7 should show details about these Shares. In each case in which the appropriate response is none, please so state. If you share investment or voting power with respect to any such Shares, please identify with whom it is shared. In addition, if you wish to disclaim Beneficial Ownership of any shares referred to below, please so indicate and identify the affected Shares and the reason for disclaiming Beneficial Ownership.

Please read the Beneficial Ownership note at the end of this questionnaire before completing this table.

	(a) **CIFC LLC Shares**	**(b)** **Shares Held By You (# of shares)**	**(c)** **Shares Held by Relatives, Related Entities, etc.** **(# of shares)**
(1) Total number of Shares beneficially owned			
Of the Shares described in row 1:			
(2) Shares beneficially owned because of a right to acquire ownership (includes shares issued pursuant to stock options, restricted stock grants, warrants, phantom shares or otherwise) within 60 days of December 31, 2015			
(3) Shares held jointly with other(s)			

(4) Shares as to which you or such relative have sole voting power			
(5) Shares as to which you or such relative share voting power and with whom such voting power is shared*			
(6) Shares as to which you or such relative have sole investment power			
(7) Shares as to which you or such relative share investment power and with whom such investment power is shared*			
(8) Shares subject to future vesting conditions			

* If you share voting or investment power with respect to any such Shares, please briefly describe the contract, arrangement, understanding, relationship or other basis on which your voting or investment power is shared and the number of Shares or principal amount of securities beneficially owned by you pursuant to each such contract, arrangement, understanding, relationship or other basis.

(b) Are any Shares or options, rights or warrants to purchase Shares owned by you, beneficially or of record, pledged as collateral for a loan or are otherwise pledged (including a negative pledge, in which a promise is made not to convey the securities to a third party or to otherwise encumber them)?

No Yes

If the answer is "Yes," please describe the securities involved and the significant terms of such pledge:

_____

_____

(c) Since January 1, 2015, have any Shares owned by you, beneficially or of record, been held in a margin account?

No Yes
(Please describe below)

_____

_____

(d) If you answered "Yes" to the previous question, were any Shares owned by you, beneficially or of record, subject to a margin call since January 1, 2015?

No Yes
(Please describe below)

_____

_____

(e) Do you know of any person, including a corporation, partnership, trustee, broker or custodian, or group, who owns beneficially or of record, or owns options, rights or warrants to purchase, more than 5% of the Shares? If so, please name such person or persons or group.

No Yes
(Please describe below)

_____

_____

(f) Have you acted or agreed to act together with any other person, persons or entities as a partnership, limited partnership, syndicate or other group for the purpose of acquiring, voting, holding or disposing of Shares or options, rights or warrants to purchase Shares? If so, please identify such other person, persons or entities. If known to you, please state the number of Shares beneficially owned by each of them.

No Yes
(Please describe below)

_____

_____

(g) To your knowledge, are any Shares held or expected to be held subject to any voting trust or similar agreement designed to control or direct holders of any voting securities of the Company as to how to vote such securities? If known to you, please state the number of Shares held or to be held, the duration of the agreement, the names and addresses of the voting trustees and their rights and other powers under the agreement.

No Yes
(Please describe below)

_____

_____

(h) Do you know of any arrangements, including any pledge by any person of securities of the Company, which resulted in the last fiscal year, or the operation of which may at a subsequent date result, in a change in control of the Company.

No Yes
(Please describe below)

_____

_____

(i) Please describe any contract, arrangement, understanding or relationship (whether or not legally enforceable) between you or any of your Associates or Affiliates, on the one hand, and any person, on the other hand, with respect to any securities of the Company (including, but not limited to, any contract, arrangement, understanding or relationship concerning the transfer or the voting of any of such securities, joint ventures, loan or option arrangements, puts or calls, guarantees or loans, guaranties against loss or the giving or withholding of proxies, consents or authorizations). Please name the persons with whom such contracts, arrangements, understandings and relationships have been entered into and state the material provisions thereof. (Include such information for any of such securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person the power to direct the voting or disposition of such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.)

_____

_____

_____

_____

(j) Have either you or any of your Associates received any direct or indirect payments with respect to any security sold by the Company since January 1, 2015, either:

(1) as part of the amount of expenses incurred for the Company's account in connection with the issuance and distribution of such securities for underwriting discounts and commissions, finder's fees, expenses paid to or for underwriters or other expenses?

No Yes

(2) as part of the net offering proceeds used by the Company?

No Yes

If you answered "Yes" to either of the above questions please complete the following table:

Nature of Payment Received	Amount of Payment Received	Date Payment Received

(k) Do you or any of your Affiliates or Associates participate in investment decisions made by a corporation, partnership, limited liability company or other business entity, or by any nonprofit organization, that owns securities of the Company?

No Yes

If the answer is "Yes," please describe whether you disclaim Beneficial Ownership of those securities, and if so, the basis for your disclaimer.

_____

_____

(l) Have you or a family member of yours who lives in your household entered into a contract, issued an instruction or established a plan (other than a savings or compensation plan or dividend reinvestment plan of the Company's) that provides for the purchase or sale of the Company's stock in the future? These are often called pre-arranged trading plans or Rule 10b5-1 plans.

No Yes
(Please describe below)

_____

_____

(m) Did you engage in any transactions in the Company's equity securities, other than the receipt from the Company of stock options or restricted stock, since January 1, 2015, of which you did not notify the Company?

No Yes
(Please describe below)

_____

_____

(n) Please list all transactions since January 1, 2015 involving securities of the Company you beneficially own (or owned prior to such transactions), including all purchases, sales, exercises, conversions, gifts, grants or other awards, deposits into or withdrawals from a voting trust and equity swaps or any other similar type of transaction, and indicate the date of the transaction, whether a Form 3, 4 or 5 was filed reporting such transaction, and the date that such form was filed. In addition, if you are aware of any such transactions effected before January 1, 2015 that were not reported on a Form 3, 4 or 5, please list them. **If the only transactions you would list in response to this item were reported on a Form 3, 4 or 5 filed on your behalf by the Company, you may answer this item by so indicating**.

_____

_____

_____

_____

If you run out of space, please attach a separate page to this questionnaire.

9. RELATED TRANSACTIONS WITH THE COMPANY, INCLUDING INDEBTEDNESS

(a) Since January 1, 2015, have there been any transactions or series of transactions, or are there any currently proposed transactions or series of transactions, to which the Company (or any subsidiary) was or is to be a party and in which you or any family member of yours had, or will have, a direct or indirect interest? This would also include transactions between the Company (or any subsidiary) and any of your Affiliates or Associates (e.g., any entities with respect to which you are or were an executive officer, partner, controlling stockholder or owner (beneficially or of record) of more than 10% of the equity interest of such entities). If so, (i) identify the nature of the person whose interest requires the description, (ii) your relationship to the person, (iii) the nature of his or her interest in the transaction, (iv) the dollar value of his or her interest in the transaction (without regard to the amount of profit or loss invoked in the transaction), (v) the total dollar value involved in the transaction and (vi) any other information regarding the transaction or the person in the context of the transaction that is material to investors in light of the particular transaction. Please note that this question requires disclosure of direct, as well as indirect, interests in a transaction. If you have a position or relationship with a firm, corporation or other entity that engages or will engage in a transaction with the Company, you may have an indirect interest in the transaction and your position or relationship and the involvement of such a firm corporation or entity should be disclosed. If the only transaction in which you have been involved is the receipt of compensation for service as a director or employee of the Company, please respond "No" below. If the transaction you have in mind relates to indebtedness (whether or not the indebtedness was incurred prior to or during the last fiscal year), please specify (1) the person or entity to whom such loan was made (or for whom such guarantee was made) and such person's or entity's relationship to you, (2) the largest aggregate amount of principal outstanding at any time since January 1, 2015, (3) the nature of the indebtedness and of the transaction in which it was incurred, (4) the amount thereof outstanding as of the latest practicable date, (5) the amount of interest paid since January 1, 2015 and (6) the rate or amount of interest paid or charged thereon.

No Yes
(Please describe below)

_____

_____

(b) Since January 1, 2015, please indicate whether (i) you have, (ii) any family member of yours has, (iii) any entity (other than the Company) of which you are an executive officer or partner or the indirect or direct beneficial owner of at least 10% of any class of equity securities has or (iv) any trust or estate in which you have a substantial beneficial interest or as to which you serve as trustee or in a similar capacity has, been indebted to the Company or to a third party with the debt guaranteed by the Company.

No Yes

If the answer is "Yes" and you have not described such indebtedness in connection with question 9(a) above, please describe the nature of the relationship giving rise to the indebtedness, the largest aggregate amount of indebtedness outstanding at any time since January 1, 2015, the nature of the indebtedness and the transaction in which it was incurred and the amount of indebtedness outstanding and the rate of interest paid or charged thereon.

_____

_____

(c) If you answered "Yes," to questions 9(a) or (b), please indicate whether the Company reviewed, approved or ratified the transactions you reported.

No Yes

(d) Did the Company ever, directly or indirectly, including through any subsidiary of the Company, extend or maintain credit, arrange for the extension of credit or renew an extension of credit, in the form of a personal loan to, or guarantee any obligation for, you, any family member or any of your Associates?

No Yes

10. COMPENSATION

(a) **To be answered only by Executive officers:** The Company's records reflect the salary, bonuses, stock options or restricted stock awards, severance payments, payments made in connection with a termination of employment or a change of control at the Company and other regular compensation (including participation in the Company's regular benefit plans) earned by you for services to the Company. In addition to that compensation, since January 1, 2015, have you or any other person received (directly or indirectly) any other compensation in the form of cash, property or benefits of any kind, from the Company or any of its predecessors or former subsidiaries or from a third party, as a result of your relationship with the Company or any of its former predecessors or subsidiaries? Other compensation includes, but is not limited to, the following:

	PLEASE DESCRIBE OR INDICATE "NONE" OR "NOT APPLICABLE" BELOW.
insurance premiums paid by the Company with respect to life insurance or supplemental disability or other insurance for your benefit;	
"gross-ups" or other reimbursements for taxes;	
any personal benefits, such as housing, living, travel or entertainment expenses provided at principal or vacation residences;	

	PLEASE DESCRIBE OR INDICATE "NONE" OR "NOT APPLICABLE" BELOW.
the personal use of Company property such as a car, plane, yacht, vacation house or similar facility;	
personal travel expenses;	
personal entertainment and related expenses (including club memberships);	
the provision of home repairs or improvements, or personal accounting, legal, tax or financial planning services;	
relocation assistance;	
the provision of security at a personal residence or during personal travel;	
commuting expenses;	
discounts on the Company's products, services or securities which are not generally available to employees or security holders on a non-discriminatory basis;	
use of corporate staff for personal purposes;	
obtaining personal benefits from third parties because the Company, directly or indirectly, compensates such party; or	
any other assistance, benefits, payments, discounts or perks which are not integrally and directly related to the performance of your duties to the Company.	

For purposes of this questionnaire, the term "personal" is used to refer to matters which are not integrally and directly related to the performance of your duties to the Company (see also the "Personal Benefits" definition at the end of this questionnaire). If you have received any of the benefits listed above and you have fully reimbursed the Company for such benefits, please explain the arrangement.

(b) **To be answered only by Directors and Director Nominees:** The Company's records reflect the director's fees, bonuses, stock option or restricted stock awards, severance payments, payments made in connection with a termination of employment or a change of control at the Company and other regular compensation (including participation in the Company's regular benefit plans) earned by you for services to the Company. In addition to that compensation, since January 1, 2015, have you or any other person received (directly or indirectly) any other compensation in the form of cash, property or benefits of any kind, from the Company or any of its predecessors or former subsidiaries or from a third party, as a result of your relationship with the Company or any of its former predecessors or subsidiaries? Other compensation includes, but is not limited to, the following:

	PLEASE DESCRIBE OR INDICATE "NOT APPLICABLE" BELOW.
insurance premiums paid by, or on behalf of, the Company with respect to life insurance or supplemental disability or other insurance for your benefit;	
"gross-ups" or other reimbursements for taxes;	
any personal benefits, such as housing, living, travel or entertainment expenses provided at principal or vacation residences;	
the personal use of Company property such as a car, plane, yacht, vacation house or similar facility;	
personal travel expenses;	
personal entertainment and related expenses (including club memberships);	
the provision of home repairs or improvements, or personal accounting, legal, tax or financial planning services;	
relocation assistance;	
the provision of security at a personal residence or during personal travel;	
commuting expenses;	
discounts on the Company's products, services or securities which are not generally available to employees or security holders on a non-discriminatory basis;	
use of corporate staff for personal purposes;	
obtaining personal benefits from third parties because the Company, directly or indirectly, compensates such party;	
amounts paid or accrued for your benefit pursuant to a plan or arrangement in connection with (i) your resignation, retirement or other termination as a director or (ii) a change in control of the Company;	
Company contributions or other allocations to vested and unvested defined contribution plans;	
consulting fees earned from, or paid (or payable) by, the Company and/or its subsidiaries (including joint ventures);	

	PLEASE DESCRIBE OR INDICATE "NOT APPLICABLE" BELOW.
payments and/or promises of payments by the Company pursuant to a director legacy program or other charitable award program;	
dividends or other earnings paid on stock or option awards; or	
any other assistance, benefits, payments, discounts or perks which are not integrally and directly related to the performance of your duties to the Company.	

For purposes of this questionnaire, the term "personal" is used to refer to matters which are not integrally and directly related to the performance of your duties to the Company (see also the "Personal Benefits" definition at the end of this questionnaire). If you have received any of the benefits listed above and you have fully reimbursed the Company for such benefits, please explain the arrangement.

_____

_____

_____

_____

(c) **To be answered by Executive Officers and Directors:** Other than salary, director's fees, bonuses, stock options or restricted stock awards and benefits under the Company's benefit plans available generally to directors and salaried employees, do you expect to receive in the future any compensation in the form of cash, property or benefits as a result of your relationship with the Company?

No Yes
(Please describe below)

_____

_____

(d) **To be answered only by Executive Officers:** Other than retirement benefits payable under the Company's benefit plans available generally to salaried employees, do you expect to receive compensation (i) if you should retire, resign or be terminated as an employee of the Company or its predecessors or former subsidiaries, (ii) if a change in control of the Company occurs or (iii) if your responsibilities change?

No Yes
(Please describe below)

_____

_____

If you answered "Yes" to the foregoing, please (i) explain the specific circumstances which would trigger payments and/or the provision of other benefits (including perquisites and health care benefits), (ii) quantify the estimated payments and benefits, (iii) describe if the payments would or could be provided annually or in a lump sum, as well as the duration of such payments and who would be providing them, (iv) explain any role you may have had in determining such payments/benefits (e.g., did you discuss/propose such payments to the Company or compensation committee? Were your rights to such amounts negotiated with the Company?) and (v) describe any conditions or obligations incumbent upon your receipt of such benefits (such as non-compete, non-solicitation, non-disparagement or confidentiality agreements), including the duration of these agreements and any provisions regarding the waiver of breach of such agreements. If you expect retirement, termination or change of control benefits pursuant to the terms of an employment agreement with the Company, please so indicate.

_____

_____

(e) **To be answered by Executive Officers and Directors:** Except as already described above, are you aware of any transaction between the Company (or any subsidiary) and any third party, the primary purpose of which is to furnish compensation to any of the Company's executive officers or directors, including yourself?

No Yes
(Please describe below)

_____

_____

(f) **To be answered by Executive Officers and Directors:** At any time during fiscal year 2015, did the Company:

- adjust or amend the exercise or base price of stock options, stock appreciation rights, restricted stock awards (or similar instruments) previously awarded to any executive officer or director, whether through amendment, cancellation or replacement grants or any other means; or

- otherwise modify in any way any stock options, stock appreciation rights, restricted stock awards (or similar instruments) held by an executive officer or director (including but not limited to any extension of exercise periods, change of vesting or forfeiture conditions, change or elimination of applicable performance criteria, or change of the bases upon which returns are determined)?

No Yes
(Please describe below)

_____

_____

11. CODE OF BUSINESS CONDUCT AND ETHICS

To the extent not previously disclosed in this questionnaire, please describe any transaction that you know of which may violate or conflict with the Company's Code of Ethics, a copy of which is on the Company's website for your reference.

No Yes
(Please describe below)

_____

_____

12. OTHER MATTERS

***Note*: You need not repeat any information provided in response to other questions.**

(a) Are you a party to any employment agreement or arrangement, whether written or unwritten, with the Company (or any subsidiary)?

No Yes

If the answer is "Yes," please list such arrangements indicating the date(s), the other party and the material terms of such arrangements.)

_____

_____

(b) Are or were you a party to any contract with the Company or its predecessors or former subsidiaries that has not yet been fully performed or which was signed less than two years ago (other than employment agreements, indemnification agreements, confidentiality agreements or stock option agreements)?

No Yes
(Please describe below)

_____

_____

(c) Do you have knowledge, or any reason to believe, that the Company or any of its predecessors or former subsidiaries, at any time has or may have engaged, directly or indirectly in:

(i) any bribes or kickbacks to government officials (either domestic or foreign) or their relatives, or any other payments to such persons, whether or not legal, to obtain or retain business or to receive favorable treatment with regard to business?

No Yes

(ii) any bribes or kickbacks to persons other than government officials, or to relatives of such persons, or any other payments to such persons or their relatives whether or not legal, to obtain or retain business or receive favorable treatment with regard to business?

No Yes

(iii) any contributions, whether or not legal, made to any political party, political candidate or holder of public office?

No Yes

(iv) any bank accounts, funds or pools of funds created or maintained without being reflected on the corporate books of account or as to which the receipts and disbursements therefrom have not been reflected on such books?

No Yes

(v) any receipts or disbursements, the actual nature of which has been disguised or intentionally misrecorded on the corporate books of account?

No Yes

(vi) any fees paid to consultants or commercial agents which exceed the reasonable value of the services purported to have been rendered?

No Yes

(vii) any payments or reimbursements made to personnel of the Company for the purpose of enabling them to expend time or to make contributions or payments of the kind or for the purposes referred to in subparts (i) through (vi) above?

No Yes

If the answer to any part of this question 12(c) is "Yes," please provide details below If you run out of space, please attach a separate page to this questionnaire.

_____

_____

_____

(d) To your knowledge, does a compensation consultant provide services to the Company related to the amount or form director or executive compensation?

No Yes
(Please name such consultant)

_____

_____

(e) **For Directors, Director Nominees and Executive Officers Only:** Do you or your Associates have any interest, direct or indirect, by security holdings or otherwise, in any matters to be acted upon at the Company's annual shareholders' meeting other than election of directors? You do not need to answer this question if your (or such other person's) interest arises solely from ownership of Company securities and you (or such other person) receive no special or extra benefit not shared on a pro rata basis with other shareholders.

No Yes
(Please describe below)

_____

_____

(f) **For Directors, Director Nominees and Executive Officers Only:** Other than the Company's certificate of formation and Amended and Restated Limited Liability Company Agreement, standard indemnification contract for executive officers and directors and any directors' and executive officers' liability insurance obtained by the Company, do you know of any contracts or other arrangements (other than those provided directly by and for the Company) under which you are insured or indemnified in any manner against any liability which you may incur in your capacity as an executive officer or director of the Company?

No Yes
(Please describe below)

_____

_____

(g) **For Directors, Director Nominees and Executive Officers Only:** Please describe fully any potential conflict of interest with your position as a director or executive officer of the Company not covered by any other question in this questionnaire.

_____

_____

_____

_____

13. IRAN RELATED QUESTIONS

During fiscal year 2015,

(a) Have you or any of your Affiliates knowingly engaged in any activities or transactions relating or contributing to Iran's petroleum or petroleum products industries or Iran's ability to acquire or develop weapons of mass destruction, conventional weapons or other military capabilities?

No Yes

(b) Have you or any of your Affiliates knowingly engaged in: any activities or transactions that finance or facilitate the Iranian government's acquisition or development of weapons of mass destruction or that may support or facilitate terrorism; any transactions with an Iranian financial institution to finance or otherwise support Iran's ability to acquire or develop weapons of destruction or international terrorism; or any activities or transactions with or that finance or otherwise benefit Iran's Islamic Revolutionary Guard Corps?

No Yes

(c) Have you or any of your Affiliates knowingly engaged in: any transfers of products or technology or provision of services to Iran that are likely to be used by the Iranian government for human rights abuses against the Iranian people; or any transfers of technology that could be used by the Iranian government to restrict the free flow of unbiased information in Iran or disrupt, monitor or otherwise restrict speech of the Iranian people?

No Yes

(d) Have you or any of your Affiliates knowingly engaged in or conducted any transactions with the Iranian government or any political subdivision or agency or any entity owned or controlled by the Iranian government without specific authorization from a US federal department or agency or with any Persons or entities whose assets are frozen pursuant to executive orders for their involvement with weapons of mass destruction or terrorism?

No Yes

If you answered yes to any of the foregoing questions in this Section 13, please describe the details below.

_____

_____

Concluding Declaration

I understand that the information in this questionnaire is furnished for use in connection with the preparation of the Company's Annual Report and Proxy Statement and other filings, documents and purposes in the United States.

I understand and agree that this questionnaire, as completed by me, and my further communications regarding the matters contemplated in this questionnaire, will be relied upon by the Company, its parents and subsidiaries, and its legal counsel in connection with the preparation of the Company's Annual Report and Proxy Statement.

If, at any time prior to the filing date of the Annual Report or the Proxy Statement, any of the information set forth in my responses to this or any other questionnaire has changed due to passage of time, or any development occurs which requires a change in my answer to any question in this questionnaire, or any such answer has for any other reason become incorrect, I will forthwith furnish any necessary or appropriate correcting information to Julian Weldon, CIFC LLC, 250 Park Avenue, 4th Floor, New York, NY 10177 or to jweldon@cifc.com. Otherwise, the Company is to understand that the information provided above continues to be, to the best of my knowledge, information and belief, complete and correct as of the distribution dates of both Annual Report and the Proxy Statement.

I understand that any material misstatement or omission of material fact in the Company's Annual Report or Proxy Statement may give rise to civil and criminal liabilities to the Company and to other persons signing such documents. I will notify the person indicated on the first page of this questionnaire of any such misstatement of a material fact in the Company's Annual Report or Proxy Statement, and of the omission of any material fact necessary to make the statements contained in those filings not misleading, as soon as practicable after copies of the Company's Annual Report and Proxy Statement have been provided to me.

I confirm that the foregoing statements are complete and correct to the best of my knowledge and belief.

If the signatory is an individual, please sign and print your name to the right.

_____
Print Name

_____
Signature

Date: _____, 2016

If the signatory is an entity that is not an individual, please print the legal name of the entity and have an authorized person sign.

Print name of entity:

_____

By:
Name:
Title:

Date: _____, 2016

Please fill in a telephone number where you may be contacted.

Telephone number:

DEFINITIONS

Before you complete this questionnaire, please consider the following definitions of various terms used in this questionnaire.

"Affiliate"

An "Affiliate" of a specific person is a person that directly or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the person specified.

A director, executive officer, partner, member, principal or designee of an Affiliate of another person will also be deemed to be an Affiliate of that other person.

"Associate"

The term "Associate," used to indicate a relationship with any person, means:

(1) any corporation or organization (other than the Company) of which the person is an officer or partner, but excluding any corporation of which the person is a director but not an officer;

(2) any corporation or organization (other than the Company) of which the person is, directly or indirectly, the beneficial owner of 10% or more of any class of equity securities;

(3) any trust or other estate in which the person has a substantial beneficial interest or as to which the person serves as trustee or in a similar fiduciary capacity; and

(4) the spouse and any relative of the person or the person's spouse, who has the same home as the person or who is a director or officer of the Company.

"Beneficial Ownership"

You are the beneficial owner of a security if you, directly or indirectly, through any contract, arrangement, understanding, relationship or otherwise, have or share: (1) voting power, which includes the power to vote, or to direct the voting of such security, and/or (2) investment power, which includes the power to dispose, or to direct the disposition, of such security. You are also the beneficial owner of a security if you, directly or indirectly, create or use a trust, proxy, power of attorney, pooling arrangement or any other contract, arrangement or device with the purpose or effect of divesting yourself of Beneficial Ownership of a security or preventing the vesting of such Beneficial Ownership. Finally, you are deemed to be the beneficial owner of a security if you have the right to acquire Beneficial Ownership of such security at any time within 60 days, including, but not limited to, any right to acquire the security (a) through the exercise of any option, warrant or right, (b) through the conversion of a security, (c) pursuant to the power to revoke a trust, discretionary account or similar arrangement or (d) pursuant to any automatic termination of a trust, discretionary account or similar arrangement. The foregoing definition is very broad and may include, for example, securities held in the

name of any relative living in your home. The final determination of Beneficial Ownership of securities is, of course, a question to be determined in the light of the facts of each particular case. Thus, while you may include security holdings of members of your family or others, you may nonetheless disclaim Beneficial Ownership of such securities. If you do disclaim, please give details as to the number of such securities and the basis upon which you disclaim Beneficial Ownership of such securities.

"Company"

The term the "Company" includes CIFC LLC and its subsidiaries (if any).

"Control"

The term "control" (including the terms "controlling," "controlled by" and "under common control with") means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of a person, whether through the ownership of voting securities, by contract, or otherwise.

"Control Person"

The term "control person" means a person who possesses, directly or indirectly, the power to direct or to cause the direction of the management and policies of the Company (or other entity, as the case may be), whether through the ownership of voting securities, by contract or otherwise.

"Dependent"

The term "Dependent" means any person who received more than half of their support for the most recent calendar year from the relevant individual.

"Executive Officer"

The term "executive officer" means the Company's president, any vice president of the Company in charge of a principal business unit, division or function (such as sales, administration or finance), any other officer who performs a policy making function, or any other person who performs similar policy making functions for the Company. Executive officers of subsidiaries may be deemed executive officers of the Company if they perform such policy-making functions for the Company.

"Family Relationship" or "Family Member"

The term "family relationship" or "family member" means a person's spouse, parents, children and siblings, and all of their respective spouses (including, with respect to any of the foregoing, by blood, marriage or adoption) as well as anyone else (other than a domestic employee) who resides in such person's home. See Question 4 for more details.

"Indirect Business Relationship"

The term "indirect business relationship" or "indirect business relations" means

when a third party controlled by the individual or entity enters into a business relationship

as one of the principal parties to that relationship. This includes instances when, for example, a trust or personal holding company controlled by an individual enters into a business relationship.

"Material"

The term "material," when used to qualify a requirement for the furnishing of information as to any subject for purposes of SEC disclosure, limits the information required to those matters as to which there is a substantial likelihood that a reasonable investor would consider it important in deciding whether to invest in the Company's securities. This definition does not require a substantial likelihood that if an omitted fact were later disclosed, it would cause a reasonable securityholder to change his or her decision. Rather, it contemplates a substantial likelihood that, under all the circumstances, the omitted fact would have assumed actual significance in the deliberations of the reasonable investor.

"Personal Benefits"

It is the view of the SEC that you must disclose all compensation whether in the form of cash, property or personal benefits. Personal benefits are sometimes referred to as "perquisites." Among the personal benefits which the SEC believes should be reported as compensation are payments made for the following purposes: (1) home repairs and improvements; (2) housing and other living expenses (including domestic service) provided at your principal and/or vacation residences; (3) the personal use of Company property such as automobiles, planes, yachts, apartments, hunting lodges or Company vacation houses; (4) personal travel expenses; (5) personal entertainment and related expenses; (6) legal, accounting, tax and other professional fees for matters related to the business of the Company; and (7) use of the Company's staff for personal purposes and the like supplied by or provided by the Company for one's personal use. All payments made by the Company for personal benefits that are not directly and integrally related to job performance are forms of compensation that should be included within the reported compensation.

Certain incidental personal benefits that are directly and integrally related to job performance may not be reportable forms of compensation provided they are authorized and properly accounted for by the Company. Parking places, meals at Company facilities and office space and furnishings at Company maintained offices are a few examples of personal benefits directly and integrally related to job performance. In addition, certain incidental benefits received by you that are ordinary and necessary to the conduct of Company business may not be forms of compensation. These job related benefits need not be reported as compensation if the benefits are: (1) available to management employees generally; (2) do not relieve you of expenditures normally considered to be of a personal nature; and (3) are extended to management solely for the purpose of attracting and maintaining qualified personnel, facilitating their conduct of Company business or improving their efficiency in job performance.

If there is any doubt as to whether any personal benefits should be reported, please include a description of the benefit received by you so that counsel may review whether the benefit constitutes a form of compensation that must be reported.

"Promoter"

The term "promoter" includes (1) any person who, acting alone or in conjunction with one or more other persons, directly or indirectly takes initiative in founding and organizing the business or enterprise of an issuer; or (2) any person who, in connection with the founding and organizing of the business or enterprise of an issuer, directly or indirectly receives in consideration of services or property, or both services and property, 10% or more of any class of securities of the issuer or 10% or more of the proceeds from the sale of any class of such securities. However, a person who receives such securities or proceeds either solely as underwriting commissions or solely in consideration of property shall not be deemed a promoter within the meaning of this paragraph if such person does not otherwise take part in founding and organizing the enterprise.

All persons coming within the definition of "promoter" may be referred to as "founders" or "organizers" or by another term provided that such term is reasonably descriptive of those persons' activities with respect to the issuer.